

OBER, KALER, GRIMES & SHRIVER

ATTORNEYS AT LAW

120 EAST BALTIMORE STREET

BALTIMORE, MARYLAND 21202-1643

(301) 685-1120

FACSIMILE (301) 547-0699

CABLE "RITNEY"

TELEX 8-7774

PATRICK K. CAMERON

DIRECT DIAL NUMBER

(301) 347-7340

RECORDATION NO

9376-A

FILED 1/25

OFFICES IN  
WASHINGTON, D. C.

NEW YORK

NEW JERSEY

MAR 8 1990 -11 50 AM

INTERSTATE COMMERCE COMMISSION

February 14, 1990

**HAND DELIVERED**

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue  
Washington, D.C. 20423

0-007A001

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of the Full Termination and Release of Security Interests and Liens dated January 5, 1990, relating to an Agreement and Assignment dated as of March 17, 1978 and related documents, executed by Whitehead & Kales Company, as builder, and Industrial Valley Bank and Trust Company, as agent, recorded with the Interstate Commerce Commission on May 15, 1978, under recordation no. 9376-A and all collateral referenced in a Conditional Sales Agreement dated as of March 17, 1978, filed with the Interstate Commerce Commission on May 15, 1978, under recordation no. 9376, which Agreement and Assignment and Conditional Sales Agreement are primary documents as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed Release is:

Fidelity Bank,  
successor to Industrial Valley  
Bank and Trust Company  
Philadelphia, Pennsylvania

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

*Counter Parts - Delivered M. McGee*

OBER, KALER, GRIMES & SHRIVER

Ms. Noreta R. McGee  
February 14, 1990  
Page 2

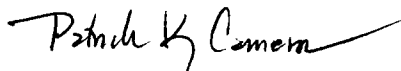
Also enclosed is our check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a filed-stamped copy of the enclosed document to Patrick K. Cameron, Esq., Ober, Kaler, Grimes & Shriver, 120 East Baltimore Street, 9th Floor, Baltimore, Maryland 21202-1643.

A short summary of the enclosed Loan Agreement to appear in the Commission's index is:

Full Termination and Release of Security Interests and Liens dated January 5, 1990, executed by Fidelity Bank, successor to Industrial Valley Bank and Trust Company, Secured Party covering sixty-nine (69) bi-level auto racks presently on lease to Soo Line Railroad Company.

Very truly yours,



Patrick K. Cameron

PKC/vmb  
Enclosures

Schedule 1

Sixty-nine fully enclosed bi-level auto racks presently on lease to the Soo Line Railroad Company comprised of:

Models AB15156 including Whitehead & Kales radial end doors, 60-Ratchet Lo Ty's (A-234-786), 60-Idler Assemblies (A-234-760) and 60-Chain Assemblies (C-231-465).

The serial numbers for the sixty-nine (69) bi-level auto racks are as follows:

<u>Rack No.</u>	<u>Serial No</u>	<u>Rack No.</u>	<u>Serial No</u>
M-7151	59451-52	M-7191	59505-06
M-7152	59457-58	M-7192	59567-68
M-7153	59455-56	M-7193	59501-02
M-7154	59453-54	M-7194	59565-66
M-7156	59463-64	M-7195	59559-60
M-7157	59461-62	M-7196	59551-52
M-7158	59465-66	M-7197	59525-26
M-7159	59477-78	M-7198	59575-76
M-7161	59473-74	M-7199	59539-40
M-7163	59479-80	M-7200	59541-42
M-7164	59471-72	M-7201	59573-74
M-7165	59467-68	M-7202	59537-38
M-7166	59469-70	M-7203	59547-48
M-7167	59459-60	M-7204	59549-50
M-7168	59489-90	M-7205	59583-84
M-7169	59485-86	M-7206	59585-86
M-7170	59483-84	M-7207	59579-80
M-7171	59487-88	M-7208	59597-98
M-7172	59493-94	M-7209	59595-96
M-7174	59495-96	M-7210	59577-78
M-7175	59497-98	M-7211	59589-90
M-7176	59523-24	M-7212	59543-44
M-7177	59527-28	M-7213	59545-46
M-7178	59515-16	M-7214	59591-92
M-7179	59519-20	M-7215	59587-88
M-7180	59509-10	M-7216	59593-94
M-7181	59513-14	M-7217	59507-08
M-7182	59521-22	M-7219	59555-56
M-7183	59561-62	M-7220	59571-72
M-7184	59569-70	M-7221	59499-500
M-7185	59533-34	M-7222	59531-32
M-7186	59503-04	M-7223	59511-12
M-7187	59535-36	M-7224	59581-82
M-7188	59557-58	M-7225	59563-64
M-7189	59553-54		

RECORDATION NO 9376-A FILED 1425

FULL TERMINATION AND RELEASE  
OF SECURITY INTERESTS AND LIENS

MAR 8 1990 - 11 50 AM  
INTERSTATE COMMERCE COMMISSION

The undersigned, Fidelity Bank, successor to Industrial Valley Bank and Trust Company, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby terminates, releases and discharges any and all rights, security interests, liens and other interests of Fidelity Bank, successor to Industrial Valley Bank and Trust Company into and under the Agreement and Assignment dated as of March 17, 1978 and related documents executed by Whitehead & Kales Company, as builder, and Industrial Valley Bank and Trust Company, as agent, recorded with the Interstate Commerce Commission on May 15, 1978 at 10:15 a.m. under Recordation Number 9376A and all "collateral" under and as defined in the Conditional Sales Agreement dated as of March 17, 1978 executed by Whitehead & Kales Company and Rack Associates, recorded with the Interstate Commerce Commission on May 15, 1978 at 10:15 a.m. under Recordation Number 9376, including, but not limited to, all of Rack Associates right, title and interest in and to sixty-nine enclosed bi-level auto racks, any lease thereof, and all proceeds and products of the foregoing; and hereby terminates the Agreement and Assignment and related documents.

Executed as of this 17 day of January 1990.

FIDELITY BANK,  
AS SUCCESSOR TO  
INDUSTRIAL VALLEY BANK  
AND TRUST COMPANY

By: [Signature]

Title: Vice Pres.

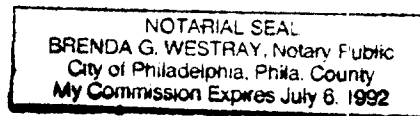
COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Philadelphia ) ss.  
)

On this 5<sup>th</sup> day of January, 1990, before me personally appeared James Cassel, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Fidelity Bank, a National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and  
official seal.

Brenda G. Westray  
Notary Public in and for said  
County of Philadelphia  
Commonwealth of Pennsylvania  
My commission expires July 6, 1992



**Interstate Commerce Commission**  
Washington, D.C. 20423

3/8/90

OFFICE OF THE SECRETARY

Patrick K. Cameron  
Ober, Kaler, Grimes & Shriver  
120 East Baltimore Street  
Baltimore, Maryland 21202-1643

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/8/90 at 11:50AM, and assigned recordation number(s). 9376-D, 9376-E, 9376-F, 9376-G and 9376-~~H~~.

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)